**MINUTES**

**of the Meeting of the Board of Directors, Rosseti South PJSC**

Rostov-on-Don

01.04.2020 №368/2020

**Meeting format:** in absentia (by poll)

**Members of the Board of Directors who took part in absentee voting:** Sergeeva O.A., Grebtsov P.V., Dobin A.A., Zarkhin V.Yu., Kolyada A.S., Morozov A.V., Perets A.Yu., Selivanova L.V., Shaydullin F G., Ebzeev B.B., Yuriev A.V.

**The polling forms were not provided and did not take part in the voting:** none.

**A quorum is present.**

**Date of the minutes:** 06.04.2020.

**AGENDA**

 *1. On preliminary approval of the agreement on amending the Collective Agreement of IDGC of the South PJSC for 2019-2021.*

 *2. On determination of the Company's position on the agenda of the extraordinary General Meeting of Shareholders of Agricultural enterprise Sokolovskoe JSC.*

 *3. On determination of the position of the Company on the agenda of the meeting of the Board of Directors of VMES JSC: "On approval of the business plan of VMES JSC for 2020 and forecast indicators for 2021-2024".*

**Item No.1: On preliminary approval of the agreement on amending the Collective Agreement of IDGC of the South PJSC for 2019-2021.**

**RESOLUTION:**

Approve the agreement on amendments to the Collective Agreement of IDGC of the South PJSC for 2019-2021 in accordance with Annex No. 1 to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.2: On determination of the Company's position on the agenda of the extraordinary General Meeting of Shareholders of Agricultural enterprise Sokolovskoe JSC.**

**RESOLUTION:**

1. Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of Agricultural enterprise Sokolovskoe JSC on the agenda item "On early termination of powers of members of the Company's Board of Directors" to vote FOR the adoption of the following decision:

Early terminate the powers of the members of the Company's Board of Directors.

2. Instruct the representatives of Rosseti South PJSC at the Extraordinary General Meeting of Shareholders of Agricultural enterprise Sokolovskoe JSC on the agenda item "On election of members of the Company's Board of Directors" to vote FOR the adoption of the following decision:

Elect the Company's Board of Directors in the following composition:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position at the time of nomination |
| 1 | IordanidiKirill Alexandrovich  | Head of the Economics Department of Rosseti South PJSC |
| 2 | Gassan Roman Vladimirovich | Acting Head of Property Management of Rosseti South PJSC |
| 3 | Kislenko Roman Konstantinovich | Head of the Security Department of Rosseti South PJSC |
| 4 | KuznetsovaLarisa Nikolaevna | Deputy Head of Corporate Governance and Shareholder Relations Department of Rosseti South PJSC |
| 5 | Kharchenko Evgeniya Alexandrovna | Leading expert of the Department for Management, Board of Directors and Shareholder and Investor Relations of the Department of Corporate Governance of Rosseti PJSC |

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"ABSTAINED"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"FOR"** |  |  |  |

**The resolution was carried.**

**Item No.3: On determination of the position of the Company on the agenda of the meeting of the Board of Directors of VMES JSC: "On approval of the business plan of VMES JSC for 2020 and forecast indicators for 2021-2024".**

**RESOLUTION:**

 Instruct the representatives of Rosseti South PJSC in the Board of Directors of VMES JSC on the agenda item "On approval of the Company's business plan for 2020 and forecast indicators for 2021-2024" to vote FOR the adoption of the following decision:

 Approve the business plan of VMES JSC for 2020 and forecast indicators for 2021-2024 in accordance with the Annex to this Resolution of the Company's Board of Directors.

**Result of the vote:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sergeyeva O.A. | **-** | **"FOR"** | Perets A.Yu. | **-** | **"FOR"** |
| Grebtsov P.V. | **-** | **"FOR"** | Selivanova L.V. | **-** | **"FOR"** |
| Dobin A.A. | **-** | **"FOR"** | Shaidullin F.G. | **-** | **"FOR"** |
| Zarkhin V.Yu. | **-** | **"AGAINST"** | Ebzeev B.B. | **-** | **"FOR"** |
| Kolyada A.S. | **-** | **"FOR"** | Yuriev A.V. | **-** | **"FOR"** |
| Morozov A.V. | **-** | **"ABSTAINED"** |  |  |  |

**The resolution was carried.**

|  |  |  |
| --- | --- | --- |
| **Chairman of the Board of Directors** |  | **O.A. Sergeeva** |
| **Corporate Secretary** | **E.N. Pavlova** |